

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF GEORGIA
ATLANTA DIVISION**

IN RE: ARC AIRBAG INFLATORS
PRODUCTS LIABILITY
LITIGATION

MDL No. 3051

Case No. 1:22-md-03051-ELR

District Judge Eleanor L. Ross

**DECLARATION OF KELLY LALIBERTE IN SUPPORT OF DEFENDANT
ZF FRIEDRICHSHAFEN AG'S MOTION TO DISMISS PLAINTIFFS'
CONSOLIDATED CLASS ACTION COMPLAINT**

I, Kelly Laliberte, declare as follows:

1. I am the Treasurer for ZF Active Safety and Electronics US LLC, ZF Passive Safety Systems US LLC (formerly known as ZF Passive Safety Systems US Inc.), ZF Automotive US Inc. (formerly known as TRW Automotive Inc.); and ZF TRW Automotive Holdings Corp.

2. I make this declaration based on matters within my own personal knowledge, and, if called as a witness, I could and would competently testify on the matters set forth herein. As Treasurer for the above-mentioned entities, I have personal knowledge about the corporate structure, organization, and day-to-day business activities of these entities.

3. I understand that certain Plaintiffs have filed a class-action lawsuit against all of the above entities, along with a foreign affiliate—ZF Friedrichshafen AG—alleging that they are responsible for supplying airbag modules incorporating allegedly defective airbag inflators manufactured by ARC Automotive, Inc. (the “**Subject Inflators**”) for vehicles in the United States market.

4. ZF Active Safety and Electronics US LLC is a Delaware limited-liability company with its principal place of business in Michigan.

5. ZF Passive Safety Systems US LLC is a Delaware limited-liability company with its principal place of business in Michigan. ZF Passive Safety Systems US LLC was previously organized as ZF Passive Safety Systems US Inc., a Delaware corporation. In June 2024, this entity was converted into a Delaware limited-liability company. ZF Passive Safety Systems US LLC is wholly owned by ZF Passive Safety US Inc., a Delaware corporation with its principal place of business in Michigan, which is not named as a defendant in this lawsuit.

6. ZF Automotive US Inc. is a Delaware corporation with its principal place of business in Michigan. ZF Automotive US Inc. is the direct parent and 100% owner of ZF Active Safety and Electronics US LLC.

7. ZF TRW Automotive Holdings Corp. is a Delaware corporation with its principal place of business in Michigan. ZF TRW Automotive Holdings Corp. is the direct parent and 100% owner of ZF Automotive US Inc.

8. In May 2015, MSNA, Inc., an indirect special purpose merger subsidiary of ZF Friedrichshafen AG merged with TRW Automotive Holdings Corp. TRW Automotive Holdings Corp. was the surviving entity of the merger. Following the acquisition, TRW Automotive Holdings Corp. changed its name to ZF TRW Automotive Holdings Corp.

9. Thus, there are several levels of corporate ownership separating ZF Friedrichshafen AG from the domestic ZF entities that are defendants in this case (ZF Active Safety and Electronics US LLC; ZF Passive Safety Systems US LLC; ZF Automotive US Inc.; ZF TRW Automotive Holdings Corp., collectively, the “**Domestic ZF/TRW Defendants**”). In particular, ZF Active Safety and Electronics US LLC, ZF Automotive US Inc., and ZF TRW Automotive Holdings Corp. are all separated from ZF Friedrichshafen AG by two other subsidiaries: ZF North America, Inc. (a Delaware corporation with its principal place of business in Michigan) and ZF Holdings B.V. (a Dutch entity with its principal place of business in the Netherlands). ZF Passive Safety Systems US LLC is also separated from ZF Friedrichshafen AG by two other subsidiaries: ZF Passive Safety US Inc. (a Delaware corporation with its principal place of business in Michigan) and ZF Holdings B.V.

10. ZF Friedrichshafen AG is a corporation organized and existing under the laws of the Federal Republic of Germany, with its principal place of business and corporate headquarters in Friedrichshafen, Germany.

11. ZF Friedrichshafen AG is not incorporated or qualified to do business in Michigan, or in any other State in the United States. It has no general agent for service of process in the United States. It is not a taxpayer anywhere in the United States.

12. ZF Friedrichshafen AG does not maintain any office, factory, warehouse, research facility, or other place of business, nor does it own or lease any real property, in the United States.

13. ZF Friedrichshafen AG does not employ any sales, leasing, or distribution forces in the United States.

14. ZF Friedrichshafen AG does not design, manufacture, sell, or distribute any products in the United States, and has never done so at any time relevant to this litigation.

15. ZF Friedrichshafen AG and the Domestic ZF/TRW Defendants are not one and the same. Rather, each of ZF Active Safety and Electronics US LLC; ZF Passive Safety Systems US LLC; ZF Automotive US Inc.; ZF TRW Automotive Holdings Corp., and ZF Friedrichshafen AG are separate legal entities, and each maintains its business and corporate formalities as evidenced by the following:

- a. Each entity maintains separate management;
- b. Each entity is responsible for its own financial management and accounting, and keeps its own books and financial statements;
- c. Each entity has its own appointed Board of Directors (for corporations) or members (for LLCs);
- d. Each entity is adequately capitalized;
- e. Each entity has its own buildings and facilities (to the extent it owns and maintains buildings and facilities); and

- f. None of these businesses conducts business on behalf of any of the other businesses.

16. Prior to May 2015, TRW Automotive Holdings Corp. (“TRW”), a corporate predecessor of ZF TRW Automotive Holdings Corp., supplied certain driver airbag modules incorporating Subject Inflators for use in model-year 2008-2012 Chevrolet Malibu vehicles in the United States market. All such airbag modules were supplied prior to ZF Friedrichshafen AG’s merger with ZF TRW Automotive Holdings Corp, and before ZF Friedrichshafen AG had any corporate affiliation with any Domestic ZF/TRW Defendant.

17. I understand that the Consolidated Class Action Complaint quotes from a March 2018 letter from Franz-Josef Paefgen, Chairman of the ZF Friedrichshafen AG Supervisory Board, which stated that “the service activities of ZF and TRW have been successfully brought together into one organization, ‘ZF Aftermarket.’” *See* Dkt. 157, ¶ 72. This development affects only the aftermarket organization and does not relate to other business operations, including the design and manufacture of the airbag modules that are subject of the litigation. Notwithstanding that these various foreign and domestic entities brought the aftermarket operations into one organization, the entities preserved their corporate form in all material respects.

18. Similarly, I understand that the Consolidated Class Action Complaint quotes from ZF Friedrichshafen AG’s 2017 Annual Report, which describes the combination of “compliance” and “legal” functions. *See id.* at ¶ 73. This combination of functions likewise serves only to promote efficiency and consistency, without giving ZF Friedrichshafen AG control over ZF TRW Automotive Holding Corp.’s (or its other U.S. affiliates’) day-to-day design, manufacturing, pricing, or strategy decisions. Notwithstanding the combination of these functions, the various foreign and domestic entities preserve their corporate form in all material respects.

I declare under penalty of perjury that the foregoing is true and correct.

Executed this 22nd day of November 2024.



Kelly Lamberte